

Hearing Date And Time: December 17, 2008 at 10:00 a.m. (prevailing Eastern time)
Response Date And Time: December 10, 2008 at 4:00 p.m. (prevailing Eastern time)

FOLEY & LARDNER LLP

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

| | | |
|-----------------------------|---|-------------------------|
| -----X |) | |
| In re: |) | |
| |) | Chapter 11 |
| DELPHI CORPORATION, et al., |) | Case No. 05-44481 (RDD) |
| |) | Jointly Administered |
| Debtors. |) | |
| -----X |) | |

**RESPONSE OF PBR AUSTRALIA PARTY LTD. TO DEBTORS' THIRTY-SECOND
OMNIBUS OBJECTION PURSUANT TO 11 U.S.C. § 502(B) AND FED. R. BANKR. P.
3007 REGARDING (A) ASSERTED AMOUNT CLAIMS, (B) CLAIMS SUBJECT TO
MODIFICATION, AND (C) CLAIMS TO BE EXPUNGED**

("THIRTY-SECOND OMNIBUS CLAIMS OBJECTION")

PBR Australia Pty. Ltd. ("PBR") by its attorneys Foley & Lardner LLP, hereby submits this Limited Response (the "Response") to the Debtors' Thirty -Second Omnibus Objection Pursuant to 11 U.S.C. § 502(b) and Fed. R. Bankr. P. 3007 Regarding (A) Asserted Amount Claims, (B) Claims Subject to Modification, and (C) Claims to be Expunged (the "Thirty-Second Omnibus Claims Objection"). In support of its Response, PBR respectfully represents as follows:

1. The Thirty-Second Omnibus Claims Objection addresses Claim Number 2548 filed by PBR (the "Claim"). The Claim was filed against Delphi Automotive Systems LLC, case number 05-44640. The Claim asserts an unsecured claim against the Debtors in the amount of \$562,192.18. A substantially similar claim for the same amount was filed against Delphi

Corporation, case number 05-44481. Two claims were filed out of an abundance of caution because PBR was uncertain against which Debtor the claims are properly asserted.

2. The Debtors' Thirty-Second Omnibus Claims Objection bifurcates the Claim into two amounts: (i) \$223,390.20 and (ii) \$338,801.98. The Thirty-Second Omnibus Claims Objection seeks to reduce the claim from \$223,390.20 to \$39,766.37 and to allow the \$338,801.98 claim in full, which has been assigned by PBR Australia. The Debtors provide no basis or details to support the Thirty-Second Omnibus Claims Objection as it relates to the Claim specifically.

3. Section 502(a) of the Bankruptcy Code and Bankruptcy Rule 3001(f) provide that a properly filed proof of claim constitutes *prima facie* evidence of the validity and the amount of the claim, unless a party objects. The party objecting to the claim has the burden of going forward and of introducing evidence sufficient to rebut the presumption of validity. In re Wells, 51 B.R. 563 (D. Colo. 1985); Matter of Unimet Corp., 74 B.R. 156 (Bankr. N.D. Ohio 1987). The Debtors have set forth no such evidence. Other than generic and vague representations, the Debtors offer neither evidence nor specific bases to object to the Claim. The Debtors fail to provide any supporting materials to support the Thirty-Second Omnibus Claims Objection.

4. PBR, on the other hand, reiterates its position that the Claim is due and owing by the Debtors in the amounts set forth in the Claim. The documents supporting the Claim were annexed as exhibits previously filed and submitted. For ease of reference, PBR re-attaches hereto as Exhibit A, the Claim, with supporting documents, along with the claim filed against Delphi Corporation. Consistent with the Court's prior orders, PBR will continue to work with the Debtors in an effort to resolve the Claim.

WHEREFORE, PBR respectfully requests that the Court enter an order denying the Debtors' Thirty-Second Omnibus Claims Objection with respect to the \$223,390.20 portion of its Claim and award such other and further relief as may be just and proper.

Respectfully submitted,

FOLEY & LARDNER LLP

/s/ David G. Dragich

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Dated: December 10, 2008

EXHIBIT A

FORM B10 (Official Form 10) (10/05)

| UNITED STATES BANKRUPTCY COURT Southern DISTRICT OF New York | | PROOF OF CLAIM |
|---|---|---|
| Name of Debtor Delphi Corporation | Case Number 05-44481 | |
| NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503. | | |
| Name of Creditor (The person or other entity to whom the debtor owes money or property): PBR Australia Pty. Ltd. | <input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case. <input type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court. | THIS SPACE IS FOR COURT USE ONLY |
| Name and address where notices should be sent: PBR Australia Pty. Ltd. Attn: Peter Valentine, P.O. Box 176 Bentleigh East VI 3165 Telephone number: 6 3 9575 2200 | | |
| Last four digits of account or other number by which creditor identifies debtor: | Check here <input type="checkbox"/> replaces if this claim <input type="checkbox"/> amends a previously filed claim, dated: _____ | |
| 1. Basis for Claim <input checked="" type="checkbox"/> Goods sold <input type="checkbox"/> Services performed <input type="checkbox"/> Money loaned <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Taxes <input type="checkbox"/> Other _____ <input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Wages, salaries, and compensation (fill out below) Last four digits of your SS #: _____ Unpaid compensation for services performed from _____ to _____ (date) (date) | | |
| 2. Date debt was incurred: prepetition | | 3. If court judgment, date obtained: |
| 4. Classification of Claim. Check the appropriate box or boxes that best describe your claim and state the amount of the claim at the time case filed. See reverse side for important explanations. Unsecured Nonpriority Claim \$ 562,192.18 <input checked="" type="checkbox"/> Check this box if: a) there is no collateral or lien securing your claim, or b) your claim exceeds the value of the property securing it, or if c) none or only part of your claim is entitled to priority. Unsecured Priority Claim <input type="checkbox"/> Check this box if you have an unsecured claim, all or part of which is entitled to priority. Amount entitled to priority \$ _____ Specify the priority of the claim: <input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B) <input type="checkbox"/> Wages, salaries, or commissions (up to \$10,000)* earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(4). <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5). Secured Claim <input type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff). Brief Description of Collateral: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other _____ Value of Collateral: \$ _____ Amount of arrearage and other charges at time case filed included in secured claim, if any: \$ _____ <input type="checkbox"/> Up to \$2,225* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(7). <input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8). <input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(____). *Amounts are subject to adjustment on 4/1/07 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment. | | |
| 5. Total Amount of Claim, at Time Case Filed: \$ 562,192.18 0 0 \$562,192.18 (unsecured) (secured) (priority) (Total) <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges. | | |
| 6. Credits: The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim. | | THIS SPACE IS FOR COURT USE ONLY RECEIVED APR - 4 2006 CLAIMS PROCESSING CENTER USBC, SDNY |
| 7. Supporting Documents: Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary. | | |
| 8. Date-Stamped Copy: To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim. | | |
| Date March 28, 2006 | Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any): Peter Valentine | |

APPENDIX TO PBR AUSTRALIA LLC PROOF OF CLAIM

PBR Australia Pty. Ltd. ("PBR Australia") holds pre-petition claims against Delphi Corporation ("Delphi Corporation" or the "Debtor") as set forth in the attached Proof of Claim (the "Claim").

Upon information and belief, documents supporting the Claim are in the possession of Delphi Corporation. The numerous invoices, purchase orders, contracts, and other supporting documents are too voluminous to attach to the Claim. However, PBR Australia has attached hereto a summary of its Claim.

PBR Australia is a party to various pre-petition agreements and arrangements with Delphi Corporation, pursuant to which PBR Australia could be deemed to hold a prepetition claim on account of claims that are not currently liquidated, or which remain contingent. A summary of all potential unliquidated contingent claims would be unduly burdensome, if not impossible. PBR Australia reserves all of its rights with respect to claims under its agreements or arrangements with Delphi Corporation or any of the Debtors.

PBR Australia further reserves its rights to amend, modify or supplement this proof of claim at any time, including, without limitation, to assert claims on account of: (i) other obligations arising under agreements or arrangements or otherwise that may be deemed to be prepetition in nature; (ii) indemnification, setoff, recoupment or other rights; (iii) any consequential or other contractual damages; and (iv) any other causes of action sounding in contract, tort or otherwise, under statute or other applicable law, including counterclaims, relating to PBR Australia's agreements, arrangements and dealings with Delphi Corporation. PBR Australia further reserves the right to assert any administrative claims against the Debtor arising under agreements, arrangements or otherwise, including without limitation any right to assert that some or all of the amounts due are not prepetition claims.

Delphi Pre-petition Debt owed to PBR-Australia

| | | | |
|---|----------------------------|--|--------|
| | | Converted to USD at exchange rate at the time | |
| PBRA Accounts Receivable outstanding - P90 Front Calipers | \$ 293,078.71 | \$ 214,885.31 | 0.7332 |
| PBRA Accounts Receivable outstanding - U&W Shoe&linings | \$ 346,466.41 | \$ 254,029.17 | 0.7332 |
| P90 obsolescence claim - PBRA inventory and material | \$ 296,228.00 | \$ 217,194.37 | |
| less payment received (U&W Invoice 569145) | \$ (169,008.00) | \$ (123,916.67) | 0.7332 |
| Sub-total | \$ 766,765.12 (AUD) | \$ 562,192.18 (USD) | |

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that a copy of the above and foregoing Response of PBR Australia Party, Ltd. to Debtors' Thirty-Second Omnibus Claims Objection has been served upon the following by hand delivery this 10th day of December, 2008:

Honorable Robert D. Drain
United States Bankruptcy Judge
United States Bankruptcy Court
Southern District of New York
One Bowling Green, Room 632
New York, New York 10004

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